

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

**BMC Industries, Inc.
Vision-Ease Lens, Inc.
Buckbee-Mears Medical Technologies, LLC**

Debtors.

Chapter 11 Bankruptcy

**Case No. 04 - 43515
Case No. 04 - 43516
Case No. 04 - 43517
Jointly Administered**

**NOTICE OF HEARING AND MOTION FOR ORDER TO EXTEND
TIME TO ASSUME OR REJECT REAL PROPERTY LEASE**

To: The entities specified in Local Rule 9013-3(a)(2).

1. Vision-Ease Lens, Inc. ("Vision-Ease"), moves this Court for the relief requested below and gives notice of hearing.

2. The Court will hold a hearing on this motion at 10:00 a.m., on October 28, 2004, in Courtroom No. 8 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, MN 55415.

3. Any response to this motion must be filed and delivered not later than October 25, 2004, which is three days before the time set for the hearing (excluding Saturdays, Sundays, and holidays) or filed and served by mail not later than October 19, 2004, which is seven days before the time set for the hearing (excluding Saturdays, Sundays, and holidays). **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This Court has jurisdiction over this motion under 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 5005 and Local Rule 1070-1. This proceeding is a core proceeding. The petitions commencing these chapter 11 cases were filed on June 23, 2004 (the "Petition Date").

5. This motion arises under 11 U.S.C. § 365(a) and (d). This motion is filed under Fed. R. Bankr. P. 9013 and Local Rules 9013-1 through 9013-3. Vision-Ease requests an order extending the time by which it must assume or reject its lease of nonresidential real property located in Bloomington, Minnesota through November 30, 2004.

INTRODUCTION

6. On the Petition Date, Vision-Ease, along with BMC Industries, Inc. (“BMC”) and Buckbee-Mears Medical Technologies, LLC (“BMMT” and together with BMC and Vision-Ease, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their affairs as debtors-in-possession.

7. No trustee or examiner has been appointed in these chapter 11 cases. An official committee of unsecured creditors was appointed in these case on July 2, 2004.

INTRODUCTION

8. BMC was established in 1907 and is a multinational manufacturer and distributor of precision-engineered products in two primary product segments: (a) aperture mask and non-mask products, and (b) optical lens products.

A. APERTURE MASK AND NON-MASK PRODUCTS

9. The aperture mask and non-mask operations are conducted through BMC’s Buckbee-Mears group (the “Buckbee-Mears Group”). Until February of 2004, the Buckbee-Mears Group’s mask unit produced aperture masks – a key component in color television picture

tubes. The non-mask unit produced photochemical-machined precision parts for various medical products, electronics, filtration, and automotive applications. Significant losses, intensifying competition in the industry from lower-cost vendors, and the unwillingness of BMC's lenders to continue funding operations made the continuation of the mask and non-mask business impractical. Accordingly, in the approximately eight months preceding the Petition Date, BMC sold two small, non-mask businesses and is in the process of winding down its mask operations.

10. The Buckbee-Mears Group retains a single manufacturing facility in Cortland, New York, and has offered the property for sale since its decision to wind down its mask/non-mask operations. Additionally, the Buckbee-Mears Group owns manufacturing equipment and miscellaneous fixed assets located in the Cortland facility. On July 14, 2004, BMC entered into an asset purchase agreement pursuant to which BMC agreed to sell all or substantially all of the Buckbee-Mears Group to International Electron Devices (USA), LLC (the "BMG Sale"), subject to Bankruptcy Court approval. On October 1, 2004, this Court entered an Order approving the BMG Sale. The BMG Sale is expected to close in the next few weeks.

B. OPTICAL LENS PRODUCTS

11. The optical lens product segment operates through Vision-Ease and its subsidiaries, with operations in the United States, Indonesia, the United Kingdom, and Canada. Vision-Ease designs, manufactures and distributes a full line of semi-finished and finished polycarbonate and glass eyewear lenses, offering single-vision, multi-focal, and progressive prescription lenses. Vision-Ease also distributes plastic eyewear lenses. Vision-Ease sells lenses to wholesale optical laboratories and retail outlets across the United States and Europe. Semi-finished lenses are ground and polished to the prescribed optical correction and both semi-finished and finished lenses must then be shaped or "edged" to fit the desired frames. Vision-

Ease has also sold its Sun Rx[®], polarized sunlenses to manufacturers of sunglasses, in addition to its wholesale and retail customer base. Vision-Ease has its principal distribution center in the United States — in Ramsey, Minnesota, and two smaller distribution centers in Canada and England.

12. In addition to its manufacturing operations, Vision-Ease holds a portfolio of patents covering various products and manufacturing processes, from which it receives revenue from license agreements with several lens manufacturers and distributors. Vision-Ease also holds certain trademarks, including Sun Rx[®], Tegra[®], Diamonex[®], Vivid[™], Outlook[™], Continua[®] and SunSport[®].

13. The ophthalmic lens industry is highly competitive. Vision-Ease competes primarily on the basis of product offerings, product quality, customer service and pricing. BMC estimates that Vision-Ease is the third largest ophthalmic lens manufacturer in North America.

14. BMC's management determined that the optical products segment alone could not generate sufficient cash flow to service BMC's debt without either a substantial equity investment or a sale of the business. Accordingly, BMC decided to put the optical products segment up for sale. In early 2004, BMC and its financial advisors searched for and located several potential buyers for the Vision-Ease business. On June 22, 2004, BMC entered into an asset purchase agreement (the "Asset Purchase Agreement") to sell the Vision-Ease business to Insight Equity A.P. X, LP ("Insight") subject to Bankruptcy Court approval (the "Vision-Ease Sale").

C. NONRESIDENTIAL REAL PROPERTY LEASE

15. Vision-Ease is the lessee under a lease of nonresidential real property located in Bloomington, Minnesota which is leased to Vision-Ease by L&B 8200 Normandale, Inc. (“Lease”) and which serves as Vision-Ease’s sales and marketing office.

16. The Lease is an unexpired lease of nonresidential real property within the meaning of section 365(d)(4) of the Bankruptcy Code. Under section 365(d)(4), unless otherwise assumed or rejected, the Lease would have been deemed rejected sixty (60) days after the Petition Date. On August 18, 2004, this Court entered an Order [Docket No. 146] extending the time to assume or reject the Lease through October 31, 2004. Accordingly, absent a further order of this Court, the Lease will be deemed rejected on October 31, 2004.

RELIEF REQUESTED

17. By this motion (the “Motion”), Vision-Ease seeks entry of an order extending the time to assume or reject the Lease until November 30, 2004, without prejudice to the Debtors’ ability to seek further extensions for cause shown.

BASES FOR THE RELIEF REQUESTED

18. On August 26, 2004, this Court entered an Order [Docket No. 166] approving the Vision-Ease Sale to Insight. It is anticipated that the Lease will be assumed and assigned to Insight pursuant to the terms of the Asset Purchase Agreement. The parties contemplated October 31, 2004 as the outside date by which the Vision-Ease Sale would close under the Asset Purchase Agreement. However, it is possible that not all of the outstanding closing conditions will be resolved by that date, including the completion of certain covenants and obligations, obtaining certain approvals. Accordingly, extending the time by which Vision-Ease must assume or reject the Lease is necessary to ensure that the Vision-Ease Sale proceeds smoothly

without needlessly exposing the estate to the risk of incurring an administrative expense claim for damages from the premature assumption and subsequent rejection of the Lease.

19. Under the terms of the Asset Purchase Agreement, Insight is entitled to add or subtract executory contracts and unexpired leases from those currently scheduled to be assumed until two (2) days before the closing. If Vision-Ease were forced now to make a decision to assume or reject the Lease prior to the closing of the Vision-Ease Sale, so long as the Asset Purchase Agreement is in effect, Vision-Ease would have little choice but to assume the Lease and take the risk that the Lease might subsequently have to be rejected if not assigned to Insight. This would create an administrative expense claim for rejection damages to the detriment of the estate and its creditors.

20. Importantly, an extension of the period would not prejudice the lessor under the Lease as Vision-Ease has remained and will remain current on its post-petition obligations under the Lease pending its assumption or rejection. Accordingly, Vision-Ease submits that cause exists to extend the time by which Vision-Ease must assume or reject the Lease.

21. Pursuant to Local Rule 9013-2, this Motion is verified and is accompanied by a memorandum of law, proposed order and proof of service.

22. If necessary, BMC will offer the testimony of Curtis E. Petersen, Senior Vice President and Chief Financial Officer, or Bradley D. Carlson, Treasurer, of BMC in support of this Motion. The business address of the proposed witnesses is 7000 Sunwood Drive, Ramsey, MN 55303. The proposed witnesses will testify as to the facts relevant to this Motion.

WHEREFORE, Vision-Ease respectfully requests that this Court enter an order, substantially in the form attached to this Motion (i) extending the time to assume or reject the Lease until November 30, 2004; and (ii) granting such other and further relief as is just and proper.

Dated: October 13, 2004

/s/ Clinton E. Cutler
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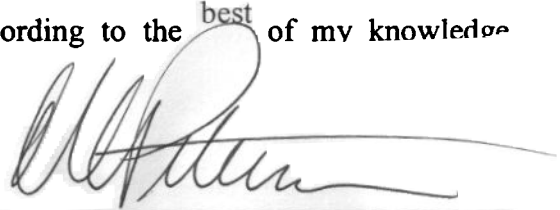
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* Jeffrey L. Elegant is a partner in the Chicago office of Katten Muchin Zavis Rosenman, 525 West Monroe Street, Chicago, Illinois 60661-3693, Telephone (312) 902-5200, Telecopier (312) 902-1061.

VERIFICATION

I, Curtis E. Petersen, Senior Vice President and Chief Financial Officer of BMC Industries, Inc., declare under penalty of perjury that the facts set forth in the foregoing NOTICE OF HEARING AND MOTION FOR ORDER TO EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASE are true and correct according to the ^{best} of my knowledge, information and belief.

Executed on: October 12, 2004

A handwritten signature in dark ink, appearing to read 'C. Petersen', is written over a horizontal line.

Curtis E. Petersen, Senior Vice President
and Chief Financial Officer of
BMC Industries, Inc.

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**MEMORANDUM OF LAW IN SUPPORT OF NOTICE OF HEARING AND
MOTION FOR ORDER TO EXTEND TIME TO ASSUME OR REJECT
REAL PROPERTY LEASE**

Vision-Ease Lens, Inc. (“Vision-Ease”), as debtor and debtor-in-possession, submits this memorandum of law in support of its motion for an order extending the time to assume or reject nonresidential real property lease (the “Motion”).¹

FACTUAL BACKGROUND

The factual support for this memorandum is set forth in the verified Motion, which may be supplemented by testimony at the hearing on the Motion.

¹ Unless otherwise stated herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

LEGAL ARGUMENT

The Bankruptcy Code provides that a debtor in possession may either assume or reject executory contracts and unexpired leases, subject to court approval. 11 U.S.C. § 365(a). However, section 365(d)(4) provides, in relevant part, as follows:

[I]f the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60 day period, fixes, then such lease is deemed rejected.

11 U.S.C. § 365(d)(4); see also In re James Wilson Associates, 965 F.2d 160, 164 (7th Cir. 1992). On or about August 18, 2004, this Court entered an order extending through October 31, 2004, the time by which Vision-Ease has to assume or reject the Lease.

Here, cause clearly exists for further extension of time to assume or reject the Lease through November 30, 2004. On August 26, 2004, this Court entered an Order [Docket No. 166] approving the sale of all or substantively all Vision-Ease's assets to Insight. It is anticipated that the Lease will be assumed and assigned to Insight pursuant to the terms of the Asset Purchase Agreement. The parties contemplated October 31, 2004 as the outside date by which the Vision-Ease Sale would close under the Asset Purchase Agreement. However, it is possible that not all the outstanding closing conditions will be resolved by that date including the completion of certain covenants and obligations, and obtaining certain approvals. Accordingly, extending the time by which Vision-Ease must assume or reject the Lease is necessary to ensure that the Vision-Ease Sale proceeds smoothly without needlessly exposing the estate to the risk of incurring an administrative expense claim for damages from the premature assumption and subsequent rejection of the Lease.

Under the terms of the Asset Purchase Agreement, Insight is entitled to add or subtract executory contracts and unexpired leases from those currently scheduled to be assumed until two

(2) days before the closing. If Vision-Ease were forced now to make a decision to assume or reject the Lease prior to the closing of the Vision-Ease Sale, so long as the Asset Purchase Agreement is in effect, Vision-Ease would have little choice but to assume the Lease and take the risk that the Lease might subsequently have to be rejected if not assigned to Insight. This would create an administrative expense claim for rejection damages to the detriment of the estate and its creditors.

Importantly, an extension of the period would not prejudice the lessor under the Lease as Vision-Ease has remained and will remain current on its post-petition obligations under the Lease pending its assumption or rejection. Accordingly, Vision-Ease submits that cause exists to extend the time by which Vision-Ease must assume or reject the Lease.

CONCLUSION

Vision-Ease respectfully requests that this Court enter an order, substantially in the form attached to this Motion (i) extending the time to assume or reject the Lease until November 30, 2004; and (ii) granting such other and further relief as is just and proper.

Dated: October 13, 2004

/s/ Clinton E. Cutler

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CERTIFICATE OF SERVICE

Merritt A. Pardini, under penalty of perjury, states that on the October 13, 2004 he caused to be served the following:

1. NOTICE OF HEARING AND MOTION FOR ORDER TO EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASE;
2. MEMORANDUM OF LAW IN SUPPORT OF NOTICE OF HEARING AND MOTION FOR ORDER TO EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASE; and
3. Proposed ORDER EXTENDING TIME TO ASSUME OR REJECT REAL PROPERTY LEASE

by sending true and correct copies via first class mail, postage prepaid to all parties on the attached service list, except where indicated service was made by Federal Express overnight courier.

Dated: October 13, 2004

/s/ Merritt A. Pardini
Merritt A. Pardini

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**UNITED STATES BANKRUPTCY COURT
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Case No. 04 – 43516

Buckbee-Mears Medical Technologies, LLC

Case No. 04 - 43517

Jointly Administered

Debtors.

**ORDER EXTENDING TIME TO ASSUME
OR REJECT REAL PROPERTY LEASE**

Vision-Ease Lens, Inc.'s ("Vision-Ease") motion for an order extending the time to assume or reject real property lease (the "Motion") came on for a hearing before the undersigned on October 28, 2004. Appearances are noted on the record. Unless otherwise stated herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

Based upon the arguments of counsel, all of the files, records and proceedings herein, the Court being fully advised in the premises, and the Court's Findings of Fact and Conclusions of Law, if any, having been stated orally and recorded in open court following the close of evidence:

IT IS HEREBY ORDERED:

1. The Motion is hereby granted in all respects.
2. The Debtors are lessees under a lease of nonresidential real property located in Bloomington, Minnesota which is leased to Vision-Ease by L&B 8200 Normandale, Inc. and which serves as Vision-Ease's sales and marketing office.

3. Pursuant to 11 U.S.C. § 365(d)(4), the time period by which the Debtors must assume or reject this lease is extended to and including November 30, 2004.

Dated: October ___, 2004

The Honorable Robert J. Kressel
United States Bankruptcy Judge

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